

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA**

UNITED STATES OF AMERICA,  
STATE OF MINNESOTA,  
STATE OF CALIFORNIA,  
STATE OF NORTH CAROLINA,  
STATE OF TENNESSEE,  
STATE OF TEXAS, and  
STATE OF UTAH,

*Plaintiffs,*

v.

AGRI STATS, INC.,

*Defendant.*

No. 0:23-CV-03009-JRT-JFD

**JOINT MOTION REGARDING CONTINUED SEALING**

Documents have been filed under temporary seal in connection with the following motion:

- Agri Stats, Inc.'s Motion to Dismiss, ECF No. 77.

Pursuant to Local Rule 5.6, the parties submit this Joint Motion Regarding Continued Sealing.

DKT NO.	DKT. NO. OF REDACTED DOCUMENT (IF FILED)	DESCRIPTION OF DOCUMENT	PRECISELY IDENTIFY: a) The information that the parties agree should remain sealed; b) The information the parties agree should be unsealed; and c) The information about which the parties disagree	NONPARTY THAT DESIGNATED DOC. CONFIDENTIAL (IF ANY)	REASON WHY DOCUMENT SHOULD REMAIN SEALED OR BE UNSEALED
90		Exhibit 1:  Transcript of Deposition of Stacey Edwards from <i>In re Turkey Antitrust Litigation</i> , 19-cv-8318 (N.D. Ill.), dated 6/2/2022	The parties disagree on whether the entire transcript excerpt should remain sealed.	N/A	<b><u>Plaintiffs:</u></b> The document should be unsealed in its entirety. The transcript excerpt discusses the reasons an Agri Stats customer stopped receiving services from Agri Stats, a subject Agri Stats' Vice President discussed in his unredacted declaration. <i>See</i> ECF No. 80 at ¶¶ 3-7. The testimony does not indicate how or why those communications are confidential and therefore the presumption of public access should prevail.

					<p><b><u>Agri Stats:</u></b> The transcript excerpt should remain sealed because the testimony addresses sensitive business communications between Agri Stats and its customers regarding the relationship between the companies. The disclosure of those communications could impact Agri Stats' relationships with its current customers.</p>
90-1		<p>Exhibit 2:</p> <p>Transcript of Deposition of Stacey Edwards from <i>In re Pork Antitrust Litigation</i>, 18-cv-1776 (D. Minn.), dated 1/25/2022</p>	<p>The parties disagree on whether the entire transcript excerpt should remain sealed.</p>	N/A	<p><b><u>Plaintiffs:</u></b> The document should be unsealed in its entirety. The transcript excerpt discusses the reasons an Agri Stats customer stopped receiving services from Agri Stats, a subject Agri Stats' Vice President discussed in his unredacted declaration. <i>See</i> ECF No. 80 at ¶¶ 3-7. The testimony does not indicate how or why those communications are confidential and therefore the presumption of public access should prevail.</p> <p><b><u>Agri Stats:</u></b> The transcript excerpt should remain sealed</p>

					because the testimony addresses sensitive business communications between Agri Stats and its customers regarding the relationship between the companies. The disclosure of those communications could impact Agri Stats' relationships with its current customers.
90-2		Exhibit 3:  Agri Stats Presentation dated 1/28/2020, bearing production number AGS-000025123	<p>The parties disagree on whether the specific information on page 5 of the document should remain sealed, with the exception of the revenue number in the second to last bullet of that page.</p> <p>The parties have no disagreement with the rest of the document remaining under seal.</p>	N/A	<p><b><u>Plaintiffs:</u></b> The information on page 5 is relevant to the disputed motion; this page appears in the Opposition Brief (ECF No. 87 at p.13) with a single financial figure redacted. Plaintiffs maintain that the presumption of public access should prevail with respect to this page, but do not take a position as to whether the revenue number should remain redacted, nor do Plaintiffs take a position as to whether the rest of the document should remain sealed.</p> <p><b><u>Agri Stats:</u></b> This document should remain sealed because</p>

					<p>it outlines detailed information regarding Agri Stats budgeting, prices, profits &amp; losses, and forward-looking business initiatives. The pricing information in the presentation identifies specific prices for individual customers that can remain static for years. Some of the business initiatives discussed throughout the presentation are ongoing and the disclosure of them could harm Agri Stats' ability to complete those initiatives.</p>
90-3		<p>Exhibit 4:</p> <p>Minutes of September 23, 2019 meeting of Agri Stats Board of Directors, bearing production number AGS-0000024571</p>	<p>With the exception of specific revenue information, the parties disagree as to whether Item 1 of page 1 of Exhibit 4 should remain under seal.</p> <p>The parties have no disagreement with the rest of the document remaining under seal.</p>	N/A	<p><b><u>Plaintiffs:</u></b> The information on page 1, item 1, bullet point 3 is relevant to the disputed motion. Plaintiffs maintain that the presumption of public access should prevail with respect to this portion of the document, but do not take a position as to whether the revenue figure (beginning "US\$") should remain redacted. Plaintiffs accept Defendant's representation that the document contains</p>

					<p>information regarding ongoing business initiatives and do not object to the continued sealing of the remainder of the document.</p> <p><b><u>Agri Stats:</u></b> This document should remain sealed because it outlines detailed information regarding Agri Stats budgeting, prices, profits &amp; losses, and forward-looking business initiatives. The pricing information in the document identifies specific prices for individual customers that can remain static for years. Some of the business initiatives discussed throughout the document are ongoing and the disclosure of them could harm Agri Stats' ability to complete those initiatives.</p>
90-4		<p>Exhibit 5:</p> <p>Agri Stats Presentation dated 11/16/2020, bearing production number AGS-0000020704</p>	<p>The parties disagree as to whether page 5 of Exhibit 5 should remain under seal, with the exception of</p>	N/A	<p><b><u>Plaintiffs:</u></b> The information on pages 5-6 is relevant to the disputed motion. Plaintiffs maintain that the presumption of public access should prevail with respect to page 5, but do not take a</p>

			<p>the specific revenue numbers on that page.</p> <p>The parties have no disagreement with the rest of the document remaining under seal.</p>		<p>position as to whether the revenue number in the second to last bullet point should remain redacted. Plaintiffs accept Defendant's representation that page 6 contains forward-looking financial information and do not object to its continued sealing. With respect to the remainder of the document, Plaintiffs take no position on whether it should remain sealed.</p> <p><b><u>Agri Stats:</u></b> This document should remain sealed because it outlines detailed information regarding Agri Stats budgeting, prices, profits &amp; losses, and forward-looking business initiatives. The pricing information in the presentation identifies specific prices for individual customers that can remain static for years. Some of the business initiatives discussed throughout the presentation are ongoing and the disclosure of them could</p>
--	--	--	---	--	---

					harm Agri Stats' ability to complete those initiatives.
90-5		Exhibit 6:  Exhibit 0317 from the deposition of Eric Scholer <i>In re Turkey Antitrust Litigation</i> , 19-cv-8318 (N.D. Ill.), dated June 7, 2022 (minutes from the July 15, 2019 National Turkey Federation Executive Committee Meeting)	The parties have no disagreement with the document remaining under seal.	The National Turkey Federation	<b><u>Plaintiffs:</u></b> Because this document was produced by a third party, Plaintiffs agree that the document should remain under seal at least until such time as a protective order is entered in this case with provisions concerning the confidentiality of non-party documents.  <b><u>Agri Stats:</u></b> Agri Stats takes no position on the continued sealing of this document but notes that this document was not produced by Agri Stats and was not designated as "HIGHLY CONFIDENTIAL" by Agri Stats. Agri Stats understands that this document was produced by the National Turkey Federation ("NTF") with the "HIGHLY CONFIDENTIAL" designation.
90-6		Exhibit 7:	The parties have no disagreement with the	N/A	<b><u>Plaintiffs:</u></b> Plaintiffs take no position on whether this



		Agri Stats Service Agreement, effective 2/23/2023, bearing production number AGS-0000019926	document remaining under seal.		document should remain sealed.  <b><u>Agri Stats:</u></b> This document should remain sealed because it is a current contract with a customer identifying the scope of work that Agri Stats provides as well as the compensation Agri Stats receives from that customer. The public dissemination of this information could drastically impact Agri Stats' ongoing customer relationships.
90-7		Exhibit 8:  Email between Michiel Boele and Eric Scholer attaching Agri Stats Presentation dated 11/16/2020, bearing production number AGS-0000020703	The parties disagree as to whether page 5 of Exhibit 8 should remain under seal, with the exception of the revenue number in the second to last bullet of that page.  The parties have no disagreement with the rest of the document remaining under seal.	N/A	<b><u>Plaintiffs:</u></b> The information on pages 5-6 is relevant to the disputed motions. Plaintiffs maintain that the presumption of public access should prevail with respect to page 5, but do not take a position as to whether the revenue number in the second to last bullet point should remain redacted. Plaintiffs accept Defendant's representation that page 6 contains forward-looking information and do not object

					<p>to its continued sealing. With respect to the remainder of the document, Plaintiffs take no position on whether it should remain sealed.</p> <p><b><u>Agri Stats:</u></b> This document should remain sealed because it outlines detailed information regarding Agri Stats budgeting, prices, profits &amp; losses, and forward-looking business initiatives. The pricing information in the presentation identifies specific prices for individual customers that can remain static for years. Some of the business initiatives discussed throughout the presentation are ongoing and the disclosure of them could harm Agri Stats' ability to complete those initiatives.</p>
86	87	Plaintiffs' Opp. to Def's Mot. to Dismiss, ECF No. 87 at p.13 fig. 1, p. 14.	P.13, Fig. 1: The parties agree that the financial information currently redacted in Figure 1 on p. 13 of	N/A	<p><b><u>Plaintiffs:</u></b> The redacted sentence on page 14 of the brief should be unsealed. That sentence merely discloses the name of an Agri Stats customer. As alleged in the Complaint, and</p>

			<p>ECF No. 87 should remain under seal.</p> <p>P. 14: The parties disagree on whether the sentence on page 14 of ECF No. 87 should remain under seal.</p>		<p>specifically at ¶¶ 42 and 106, Agri Stats routinely discusses its customers with other customers and non-customers. Plaintiffs agree that the financial information currently redacted in Figure 1 can remain under seal.</p> <p><b><u>Agri Stats:</u></b> Figure 1 in Plaintiffs' opposition should remain redacted because it identifies Agri Stats internal business considerations regarding changes to the company's business operations. The figure also identifies sensitive revenue information from programs unrelated to the pending litigation. The sentence on PDF page 14 should also remain redacted because it discusses a contract provision in an active contract with one of Agri Stats' customers.</p>
--	--	--	---	--	--

Dated: March 1, 2024

Respectfully submitted,

**FOR PLAINTIFF UNITED STATES OF AMERICA:**

/s/ Liles H. Repp

LILES H. REPP

Attorney ID No. 0400692

Assistant United States Attorney

600 U.S. Courthouse

300 South Fourth Street

Minneapolis, MN 55415

Phone: (612) 664-5600

Fax: (612) 664-5788

Liles.Repp@usdoj.gov

/s/ Mark H.M. Sosnowsky

MARK H.M. SOSNOWSKY (*Pro Hac Vice*)

EUN-HA KIM

Senior Trial Counsel

WILLIAM M. FRIEDMAN (*Pro Hac Vice*)

JAMES H. CONGDON (*Pro Hac Vice*)

SILVIA J. DOMINGUEZ-REESE (*Pro Hac Vice*)

PETER A. NELSON (*Pro Hac Vice*)

DEVIN L. REDDING (*Pro Hac Vice*)

Trial Attorneys

United States Department of Justice

Antitrust Division

450 Fifth Street, NW, Suite 8000

Washington, DC 20530

Telephone: (202) 812-4723

**FOR DEFENDANT AGRI STATS, INC.:**

/s/ Peter H. Walsh

Peter H Walsh (MN# 0388672)

Hogan Lovells US LLP

80 South 8th Street Ste 1225

Minneapolis, MN 55402

Tel: (612) 402-3017

Fax: (612) 339-5167

Email: peter.walsh@hoganlovells.com

William L. Monts III (*Pro Hac Vice*)

Justin W. Bernick (*Pro Hac Vice*)

HOGAN LOVELLS US LLP

555 Thirteenth Street, N.W.

Washington, D.C. 20004

Tel: (202) 637-5600

Fax: (202) 637-5910

william.monts@hoganlovells.com

justin.bernick@hoganlovells.com

*Counsel for Defendant Agri Stats, Inc.*

**FOR PLAINTIFF STATE OF MINNESOTA:**

KEITH ELLISON  
Attorney General of Minnesota

/s/ Katherine A. Moerke  
JAMES CANADAY (No. 030234X)  
Deputy Attorney General  
KATHERINE A. MOERKE (No. 0312277)  
ELIZABETH ODETTE (No. 0340698)  
SARAH DOKTORI (No. 0403060)  
Assistant Attorneys General  
445 Minnesota Street, Suite 1400  
St. Paul, Minnesota 55101-2130  
james.canaday@ag.state.mn.us  
Telephone: (651) 757-1421  
katherine.moerke@ag.state.mn.us  
Telephone: (651) 757-1288  
elizabeth.odette@ag.state.mn.us  
Telephone: (651) 728-7208  
sarah.doktori@ag.state.mn.us  
Telephone: (651) 583-6694

*Attorneys for State of Minnesota and Local Counsel for States of California, North Carolina, Tennessee, Texas, and Utah*

**FOR PLAINTIFF STATE OF CALIFORNIA:**

ROB BONTA  
Attorney General of California

/s/ Robert McNary  
ROBERT MCNARY (*Pro Hac Vice*)  
Deputy Attorney General  
NICOLE GORDON (*Pro Hac Vice*)  
Deputy Attorney General  
JAMIE MILLER (*Pro Hac Vice*)  
Supervising Deputy Attorney General  
PAULA BLIZZARD (*Pro Hac Vice*)  
Senior Assistant Attorney General  
Office of the Attorney General

California Department of Justice  
300 S. Spring St.  
Los Angeles, California 90013  
Telephone: (213) 269-6283  
Robert.McNary@doj.ca.gov

*Attorneys for State of California*

**FOR PLAINTIFF STATE OF NORTH CAROLINA:**

JOSHUA H. STEIN  
Attorney General of North Carolina

/s/ Jonathan R. Marx  
JASMINE MCGHEE (*Pro Hac Vice*)  
Senior Deputy Attorney General  
JONATHAN R. MARX (*Pro Hac Vice*)  
Special Deputy Attorney General  
KUNAL CHOKSI (*Pro Hac Vice*)  
Special Deputy Attorney General  
114 W. Edenton Street  
Raleigh, NC 27603  
Telephone: (919) 716-8611  
jmarx@ncdoj.gov

*Attorneys for State of North Carolina*

**FOR PLAINTIFF STATE OF TENNESSEE:**

JONATHAN SKRMETTI  
Attorney General of Tennessee

/s/ Ethan Bowers  
ETHAN BOWERS (*Pro Hac Vice*)  
Assistant Attorney General  
Office of the Tennessee Attorney General  
P.O. Box 20207  
Nashville, Tennessee 37202  
Ethan.Bowers@ag.tn.gov  
Telephone: (615) 741-8091

*Attorneys for State of Tennessee*

**FOR PLAINTIFF STATE OF TEXAS:**

KEN PAXTON  
Attorney General of Texas

/s/ Trevor Young

BRENT WEBSTER (*Pro Hac Vice*)  
First Assistant Attorney General  
GRANT DORFMAN (*Pro Hac Vice*)  
Deputy First Assistant Attorney General  
JAMES LLOYD (*Pro Hac Vice*)  
Deputy Attorney General for Civil Litigation; Chief, Antitrust Division  
TREVOR YOUNG (*Pro Hac Vice*)  
Deputy Chief, Antitrust Division  
WILLIAM SHIEBER (*Pro Hac Vice*)  
JONATHAN WOODWARD (*Pro Hac Vice*)  
Assistant Attorneys General

Office of the Attorney General, State of Texas  
300 West 15<sup>th</sup> Street  
Austin, Texas 78701  
Telephone: (512) 463-1710  
Email: Trevor.Young@oag.texas.gov

*Attorneys for State of Texas*

**FOR PLAINTIFF STATE OF UTAH:**

SEAN D. REYES  
Attorney General of Utah

/s/ Marie W.L. Martin

MARIE W.L. MARTIN (*Pro Hac Vice*)  
Assistant Attorney General

Utah Office of the Attorney General  
350 N. State Street, Suite 230  
Salt Lake City, UT 84114  
Tel: (801) 366-0375  
Fax: (801) 366-0378

Email: mwmartin@agutah.gov

*Attorneys for State of Utah*